

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

IN RE PORK ANTITRUST LITIGATION

This Document Relates To:

ALL DIRECT PURCHASER
PLAINTIFF ACTION

Case No. 0:18-cv-01776-JRT-HB

**DEFENDANT TRIUMPH FOOD, LLC'S
ANSWER TO DIRECT PURCHASER
PLAINTIFFS' THIRD AMENDED AND
CONSOLIDATED CLASS ACTION
COMPLAINT**

JURY TRIAL DEMANDED

Defendant Triumph Foods, LLC ("Triumph"), by and through its counsel of record, respectfully submits its Answer and Affirmative Defenses to Direct Purchaser Plaintiffs' Third Amended and Consolidated Class Action Complaint, Dkt. 431:¹

I. NATURE OF ACTION

1. Paragraph 1 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 1 and therefore denies the same.

2. Paragraph 2 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 2.

3. Paragraph 3 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph states that any Agri Stats reports speak for themselves and are the best evidence of their

¹ "Plaintiffs" refers collectively to each of the named plaintiffs identified in ¶¶ 14-19 of this Complaint.

contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 3 and therefore denies the same.

4. Paragraph 4 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph states that any Agri Stats reports speak for themselves and are the best evidence of their contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 4 and therefore denies the same.

5. Triumph denies the allegations in Paragraph 5.

6. Paragraph 6 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 6.

7. Paragraph 7 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 7.

II. JURISDICTION AND VENUE

8. Triumph admits that Plaintiffs seek injunctive relief and to recover treble damages and the costs of this suit, including reasonable attorneys' fees, but denies that Plaintiffs state a claim and/or are entitled to any of the relief, requested or otherwise. Triumph denies any remaining allegations in Paragraph 8.

9. In answer to Paragraph 9, Triumph does not dispute the Court's jurisdiction over the subject matter of this action.

10. In answer to Paragraph 10, Triumph does not dispute that venue is appropriate in this District.

11. Triumph does not dispute that it is personally subject to the Court's jurisdiction, or the allegations in Paragraphs 11(a) and 11(c), but Triumph denies the allegations in Paragraph 11(b) and 11(d), as well as any remaining allegations in Paragraph 11.

12. Paragraph 12 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 12.

13. Paragraph 13 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 13.

III. PARTIES

14. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 14 and therefore denies the same.

15. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 15 and therefore denies the same.

16. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 16 and therefore denies the same.

17. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 17 and therefore denies the same.

18. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 18 and therefore denies the same.

19. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 19 and therefore denies the same.

20. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 20 and therefore denies the same.

21. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 21 and therefore denies the same.

22. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 22 and therefore denies the same.

23. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 23 and therefore denies the same.

24. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 24 and therefore denies the same.

25. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 25 and therefore denies the same.

26. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 26 and therefore denies the same.

27. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 27 and therefore denies the same.

28. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 28 and therefore denies the same.

29. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 29 and therefore denies the same.

30. Triumph admits that it is a limited-liability company headquartered in St. Joseph, Missouri, but otherwise denies the allegations in Paragraph 30.

31. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 31 and therefore denies the same.

32. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 32 and therefore denies the same.

33. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 33 and therefore denies the same.

IV. FACTUAL ALLEGATIONS

34. Paragraph 34 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 34.

35. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 35 and therefore denies the same.

36. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 36 and therefore denies the same.

37. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 37 and therefore denies the same.

38. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 38 and therefore denies the same.

39. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 39 and therefore denies the same.

40. Paragraph 40 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 40 and therefore denies the same.

41. Triumph states that the journal article referenced in Paragraph 41 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 41 and therefore denies the same.

42. Triumph states that the journal article referenced in Paragraph 42 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 42 and therefore denies the same.

43. Paragraph 43 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 43 and therefore denies the same.

44. Paragraph 44 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 44.

45. Paragraph 45 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 45.

46. Paragraph 46 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph admits that it was a subscriber to certain Agri Stats reports but is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 46 and therefore denies the same.

47. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 47 and therefore denies the same.

48. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 48 and therefore denies the same.

49. Paragraph 49 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph states that any Agri Stats reports speak for themselves and are the best evidence of their contents, and otherwise denies the allegations in Paragraph 49.

50. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 50, because hog production practices vary greatly within the commercial hog industry and among individual producers, and therefore denies the same.

51. Triumph states that any Agri Stats presentation speaks for itself and is the best evidence of its contents, and otherwise denies the allegations in Paragraph 51.

52. Paragraph 52 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 52 and therefore denies the same.

53. Paragraph 53 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 53.

54. Paragraph 54 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 54 and therefore denies the same.

55. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 55 and therefore denies the same.

56. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 56 and therefore denies the same.

57. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 57 and therefore denies the same.

58. Triumph states that the publication referenced in Paragraph 58 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 58 and therefore denies the same.

59. Paragraph 59 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 59.

60. Triumph states that any Agri Stats reports speak for themselves and are the best evidence of their contents, and otherwise denies the allegations in Paragraph 60.

61. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 61 and therefore denies the same.

62. Triumph states that any Agri Stats reports speak for themselves and are the best evidence of their contents, and otherwise denies the allegations in Paragraph 62.

63. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 63 and therefore denies the same.

64. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 64 and therefore denies the same.

65. Paragraph 65 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 65.

66. Triumph states that the article referenced in Paragraph 66 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 66 and therefore denies the same.

67. Paragraph 67 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 67 and therefore denies the same.

68. Paragraph 68 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 68 and therefore denies the same.

69. Paragraph 69 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 69, because hog production practices vary greatly within the commercial hog industry and among individual producers, and therefore denies the same.

70. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 70, because hog production practices vary greatly within the commercial hog industry and among individual producers, and therefore denies the same.

71. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 71 and therefore denies the same.

72. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 72, because hog production practices vary greatly within the commercial hog industry and among individual producers, and therefore denies the same.

73. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 73 and therefore denies the same.

74. Triumph states that the public filings referenced in Paragraph 74 speak for themselves and are the best evidence of their contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 74 and therefore denies the same.

75. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 75 and therefore denies the same.

76. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 76 and therefore denies the same.

77. Triumph denies the allegations in Paragraph 77.

78. Triumph states that the public filing referenced in Paragraph 78 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 78 and therefore denies the same.

79. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 79 and therefore denies the same.

80. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 80 and therefore denies the same.

81. Paragraph 81 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 81 insofar as they pertain to Triumph, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 81 and therefore denies the same.

82. Triumph states that alleged USDA statement(s) referenced in Paragraph 82 speak for themselves and are the best evidence of their contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 82 and therefore denies the same.

83. Paragraph 83 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 83, because hog production practices vary greatly within the commercial hog industry and among individual producers, and therefore denies the same.

84. Paragraph 84 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 84 and therefore denies the same.

85. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 85 and therefore denies the same.

86. Paragraph 86 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is

required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 86 and therefore denies the same.

87. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 87 and therefore denies the same.

88. Paragraph 88 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 88 and therefore denies the same.

89. Paragraph 89 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 89 and therefore denies the same.

90. Paragraph 90 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 90.

91. Paragraph 91 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 91 and therefore denies the same.

92. Paragraph 92 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 92 and therefore denies the same.

93. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 93 and therefore denies the same.

94. Paragraph 94 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 94 and therefore denies the same.

95. Paragraph 95 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 95, because hog production practices vary greatly within the commercial hog industry and among individual producers, and therefore denies the same.

96. Paragraph 96 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 96 and therefore denies the same.

97. Paragraph 97 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 97 and therefore denies the same.

98. Paragraph 98 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 98 and therefore denies the same.

99. Paragraph 99 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph admits that the Pork Checkoff was legislatively adopted by Congress and operates under the auspices of the USDA. Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 99 and therefore denies the same.

100. Paragraph 100 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph admits that the Pork Checkoff was legislatively adopted by Congress and operates under the auspices of the USDA. Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 100 and therefore denies the same.

101. Triumph states that the website referenced in Paragraph 101 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 101 and therefore denies the same.

102. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 102 and therefore denies the same.

103. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 103 and therefore denies the same.

104. Triumph states that the websites referenced in Paragraph 104 speak for themselves and are the best evidence of their contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 104 and therefore denies the same.

105. Paragraph 105 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 105.

106. Triumph states that the alleged *AgriMarketing* article referenced Paragraph 106 is the best evidence of its contents and speaks for itself, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 106 and therefore denies the same.

107. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 107 and therefore denies the same.

108. Triumph states that the alleged website referenced in Paragraph 108 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 108 and therefore denies the same.

109. Triumph states that the alleged website referenced in Paragraph 109 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 109 and therefore denies the same.

110. Triumph admits that it has been a member of AMI and then NAMI and, that Mark Campbell and Rick Hoffman have served on the Boards of Directors of AMI and/or NAMI, but Triumph is without sufficient knowledge or information to admit or deny the remaining allegations in Paragraph 110 and therefore denies the same.

111. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 111 and therefore denies the same.

112. Triumph states that the alleged website referenced in Paragraph 112 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 112 and therefore denies the same.

113. Triumph states that the alleged presentation descriptions referenced in Paragraph 113 speak for themselves and are the best evidence of their contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 113 and therefore denies the same.

114. Triumph states that the alleged website referenced in Paragraph 114 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 114 and therefore denies the same.

115. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 115 and therefore denies the same.

116. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 116 and therefore denies the same.

117. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 117 and therefore denies the same.

118. Triumph states that the alleged promotional materials referenced in Paragraph 118 speak for themselves and are the best evidence of their contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the remaining allegations in Paragraph 118 and therefore denies the same.

119. Paragraph 119 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 119 and therefore denies the same.

120. Paragraph 120 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 120 and therefore denies the same.

121. Paragraph 121 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph states that the alleged article referenced in Paragraph 121 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 121 and therefore denies the same.

122. Paragraph 122 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 122 and therefore denies the same.

123. Paragraph 123 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 123.

124. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 124 and therefore denies the same.

125. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 125 and therefore denies the same.

126. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 126 and therefore denies the same.

127. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 127 and therefore denies the same.

128. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 128 and therefore denies the same.

129. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 129 and therefore denies the same.

130. Triumph denies the allegations in Paragraph 130.

131. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 131 and therefore denies the same.

132. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 132 and therefore denies the same.

133. Paragraph 133 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 133.

134. Paragraph 134 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 134 and therefore denies the same.

135. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 135 and therefore denies the same.

136. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 136 and therefore denies the same.

137. Paragraph 137 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 137 and therefore denies the same.

138. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 138 and therefore denies the same.

139. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 139 and therefore denies the same.

140. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 140 and therefore denies the same.

141. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 141 and therefore denies the same.

142. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 142 and therefore denies the same.

143. Triumph states that the public filing referenced in Paragraph 143 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 143 and therefore denies the same.

144. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 144 and therefore denies the same.

145. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 145 and therefore denies the same.

146. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 146 and therefore denies the same.

147. Triumph states that the alleged article referenced Paragraph 147 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 147 and therefore denies the same.

148. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 148 and therefore denies the same.

149. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 149 and therefore denies the same.

150. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 150 and therefore denies the same.

151. Paragraph 151 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 151 and therefore denies the same.

152. Paragraph 152 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 152 and therefore denies the same.

153. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 153 and therefore denies the same.

154. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 154 and therefore denies the same.

155. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 155 and therefore denies the same.

156. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 156 and therefore denies the same.

157. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 157 and therefore denies the same.

158. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 158 and therefore denies the same.

159. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 159 and therefore denies the same.

160. Paragraph 160 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 160 and therefore denies the same.

161. Paragraph 161 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations, as well as any remaining allegations in in Paragraph 161.

162. The alleged publication referenced in Paragraph 162 speaks for itself and it the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 162 and therefore denies the same.

163. Paragraph 163 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph states that the citations referenced in Paragraph 163 speak for themselves and are the best evidence of their contents, admits that Triumph and Seaboard are parties to a marketing agreement, and otherwise denies the allegations in Paragraph 163.

164. Paragraph 164 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 164 and therefore denies the same.

165. Paragraph 165 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph states that USDA publications referenced in the SAC speak for themselves and are the best evidence of their contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 165 and therefore denies the same.

166. Paragraph 166 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 166 and therefore denies the same.

167. Paragraph 167 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 167 and therefore denies the same.

168. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 168 and therefore denies the same.

169. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 169 and therefore denies the same.

170. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 170 and therefore denies the same.

171. Paragraph 171 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 171 and therefore denies the same.

172. Paragraph 172 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 172 and therefore denies the same.

173. Paragraph 173 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 173 and therefore denies the same.

174. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 174 and therefore denies the same.

175. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 175 and therefore denies the same.

176. Triumph states that the alleged Bureau of Labor Statistics data referenced in Paragraph 176 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 176 and therefore denies the same.

177. Triumph states that the alleged Bureau of Labor Statistics data referenced in Paragraph 177 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 177 and therefore denies the same.

178. Triumph states that the alleged Bureau of Labor Statistics data referenced in Paragraph 178 speaks for itself and is the best evidence of its contents, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 178 and therefore denies the same.

179. Paragraph 179 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph states that the alleged Bureau of Labor Statistics data referenced in Paragraph 179 speaks for itself and is the best evidence of its contents, and Triumph otherwise denies the allegations in Paragraph 179.

180. Paragraph 180 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 180.

181. Paragraph 181 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 181.

182. Paragraph 182 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 182.

183. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 183 and therefore denies the same.

184. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 184 and therefore denies the same.

185. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 185 and therefore denies the same.

186. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 186 and therefore denies the same.

187. Triumph states that the article referenced in Paragraph 187 speaks for itself and is the best evidence of its contents, and Triumph otherwise is without sufficient knowledge or information to admit or deny the allegations in Paragraph 187 and therefore denies the same.

188. Triumph otherwise is without sufficient knowledge or information to admit or deny the allegations in Paragraph 188 and therefore denies the same.

189. Paragraph 189 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 189.

190. Paragraph 190 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 190.

191. Paragraph 191 contains legal conclusions and/or Plaintiffs' general characterizations of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 191.

V. CLASS ACTION ALLEGATIONS

192. Triumph denies that this case can properly proceed as a class action, that the requirements of a class action are applicable, and that the class definition set forth in Paragraph 192 is appropriate or meets the requirements of the Federal Rules of Civil Procedure. Triumph therefore denies the allegations in Paragraph 192.

193. Triumph denies the allegations in Paragraph 193 insofar as they pertain to Triumph, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 193 and therefore denies the same.

194. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 194 and therefore denies the same.

195. Triumph denies the allegations in Paragraph 195 insofar as they pertain to Triumph, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 195 and therefore denies the same.

196. Triumph denies the allegations in Paragraph 196.

197. Triumph is without sufficient knowledge or information to admit or deny the allegations in Paragraph 197 and therefore denies the same.

198. Triumph denies the allegations in Paragraph 198.

199. Triumph denies the allegations in Paragraph 199.

200. Triumph denies the allegations in Paragraph 200 insofar as they pertain to Triumph, and Triumph is otherwise without sufficient knowledge or information to admit or deny the allegations in Paragraph 200 and therefore denies the same.

VI. ANTITRUST INJURY

201. Paragraph 201 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 201.

202. Paragraph 202 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 202.

203. Paragraph 203 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 203.

204. Paragraph 204 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 204.

VII. VIOLATION OF SECTION 1 OF THE SHERMAN ACT

205. Triumph incorporates by reference its responses in the preceding paragraphs.

206. Paragraph 206 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 206.

207. Paragraph 207 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 207.

208. Paragraph 208 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 208.

209. Paragraph 209 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 209.

210. Paragraph 210 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 210.

211. Paragraph 211 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 211.

212. Paragraph 212 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 212.

213. Paragraph 213 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 213.

214. Paragraph 214 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 214.

215. Paragraph 215 contains legal conclusions and/or Plaintiffs' recitation of the purported elements of their claims, such that no response is required, but to the extent a response is required, Triumph denies the allegations in Paragraph 215.

VIII. REQUEST FOR RELIEF

216. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

217. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

218. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

219. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

220. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

221. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

222. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

223. Triumph denies that Plaintiffs are entitled to any of the relief sought herein or otherwise.

IX. JURY TRIAL DEMANDED

224. Triumph demands a jury trial on all issues so triable.

AFFIRMATIVE DEFENSES

Triumph states the following defenses to the claims against Triumph in the Direct Purchaser Plaintiffs' Third Amended and Consolidated Class Action Complaint, Dkt. 431.

1. Plaintiffs fail to state a claim upon which relief may be granted.
2. To the extent Plaintiffs seek compensatory damages, penalties, punitive damages, exemplary damages, attorneys' fees and expenses, and other monetary relief from Triumph, any such recovery is so grossly excessive and inequitable that it would violate the Due Process Clause of the Fifth and Fourteenth Amendments of the United States Constitution.

3. Triumph has not engaged in any behavior that it knew or could reasonably have foreseen would ever be found to be improper under the federal law alleged by Plaintiffs, and therefore neither actual nor treble damages may be awarded against Triumph.

4. Plaintiffs' claims are barred, in whole or in part, by the applicable statute of limitations and/or laches.

5. Plaintiffs' claims are barred, in whole or in part, by waiver, ratification, and/or estoppel.

6. To the extent Plaintiffs claim that Triumph fraudulently concealed any actions, Plaintiffs have not alleged such fraud with the particularity required by Federal Rule of Civil Procedure 9(b).

7. Plaintiffs' claims are barred, in whole or in part, because any alleged anti-competitive effects of the conduct alleged by Plaintiffs do not outweigh the pro-competitive benefits.

8. Plaintiffs' claims are barred, in whole or in part, because Triumph's conduct did not cause harm to competition in any relevant market.

9. Plaintiffs' claims are barred, in whole or in part, because Triumph acted unilaterally, in furtherance of its independent business interests.

10. Plaintiffs' claims are barred, in whole or in part, because any contracts or agreements between Triumph and any other person were lawful business arrangements and cannot support a claim that Triumph engaged in any unlawful conspiracy.

11. Plaintiffs' claims are barred, in whole or in part, because they did not suffer antitrust injury.

12. Plaintiffs' claims are barred, in whole or in part, because Plaintiffs' claimed injuries and damages were not legally or proximately caused by any act or omission of Triumph, or were caused, if at all, by the conduct of third parties, including, without limitation, the previous, intervening, or superseding conduct of such third parties.

13. To the extent Plaintiffs have sustained damages, if any, they have failed to mitigate those damages and are therefore barred from recovering damages in whole or in part.

14. Plaintiffs' damages claims are barred, in whole or in part, because they have suffered no damages or because the damages they seek are speculative and uncertain.

15. Plaintiffs' claims are barred, in whole or in part, because of a failure to join necessary and/or indispensable parties.

16. Plaintiffs' claims are barred, in whole or in part, because Triumph did not act knowingly, willfully, or intentionally.

17. Plaintiffs' claims are barred, in whole or in part, by the doctrines of *in pari delicto*, involvement, participation, equal involvement, complete involvement, and unclean hands.

18. Triumph adopts by reference any applicable defense pleaded by any other Defendant that is not otherwise expressly set forth in this Answer.

19. In stating these affirmative defenses, Triumph does not concede that it has the burden of proof on any of the aforementioned defenses.

Dated: December 16, 2020

/s/ Gene Summerlin
Gene Summerlin (*pro hac vice*)
Marnie Jensen (*pro hac vice*)
Ryann Glenn (*pro hac vice*)
Kamron Hasan (*pro hac vice*)
Sierra Faler (*pro hac vice*)
HUSCH BLACKWELL LLP
13330 California Street, Suite 200
Omaha, NE 68154
(402) 964-5000
Gene.summerlin@huschblackwell.com
Marnie.jensen@huschblackwell.com
Ryann.glenn@huschblackwell.com
Kamron.hasan@huschblackwell.com
Sierra.Faler@huschblackwell.com

and

Aaron Chapin (#6292540)
HUSCH BLACKWELL LLP
120 South Riverside Plaza, Suite 2200
Chicago, IL 60606
(312) 655-1500
Aaron.chapin@huschblackwell.com

Counsel for Triumph Foods, LLC

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of December 2020, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which sent notification to all counsel of record.

/s/ Gene Summerlin